

EXHIBIT B

Proposed Order

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**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

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| -----X | : | |
| In re | : | Chapter 11 |
| | : | |
| ROCHESTER DRUG | : | Case No. 20-20230 (PRW) |
| CO-OPERATIVE, INC. | : | |
| | : | |
| Debtor. | : | |
| -----X | | |

**ORDER GRANTING LIQUIDATING TRUSTEE'S
OBJECTION TO CLAIM 282 ASSERTED BY SHAREHOLDER
KLEIN PHARMACY, INC.**

Upon the *Objection of the Liquidating Trustee to Claim 282 Asserted by Shareholder Klein Pharmacy,, Inc.* (the "Objection")¹ pursuant to which the Liquidating Trustee requested an order (the "Order") disallowing, reclassifying and or subordinating Claim 282 (the "Claim") pursuant to sections 502(b) and 510(b) of the Bankruptcy Code, Bankruptcy Rule 3007, all as more fully set forth in the Objection; and upon the Declaration of David Greenblatt; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Western District of New York*, dated February 29, 2012, and the Court having found that this is a core proceeding pursuant to 28 U.S.C.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

§ 157(b)(2); and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Liquidating Trustee provided appropriate notice of the Objection and the opportunity for a hearing on the Objection under the circumstances; and the Court having reviewed the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is granted.
2. Claim 282 is disallowed in its entirety.
3. The claims agent is authorized and directed to update the Claims Register to reflect the relief granted in this Order.
4. Entry of this Order is without prejudice to the Liquidating Trustee's right to object to any other Claims in this chapter 11 case or to further object to the Claim (to the extent it is not disallowed and expunged pursuant to this Order).
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Liquidating Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.
7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2022

THE HONORABLE PAUL R. WARREN,
UNITED STATES BANKRUPTCY JUDGE